JACLYN, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of
Jaclyn, Inc.

PLEASE TAKE NOTICE that the 2015 Annual Meeting of Stockholders of JACLYN, INC., a Delaware corporation (the "Company"), will be held at the Company's offices, 197 West Spring Valley Avenue, Maywood, New Jersey 07607, on Thursday, August 6, 2015, at 9:00 A.M., Eastern Daylight Time, for the following purposes:

1. To elect six directors to serve until the next annual meeting of stockholders and until their respective successors are duly elected and qualified; and

2. To transact such other business as may be properly brought before the 2015 annual meeting of stockholders and any adjournments or postponements thereof.

Only stockholders of record at the close of business on June 19, 2015 are entitled to notice of and to vote at the 2015 annual meeting of stockholders and at any adjournments or postponements thereof.

Your attention is called to the proxy statement on the following pages. We hope you will attend the 2015 annual meeting of stockholders. If you do not plan to attend, please complete, sign, date and mail the enclosed proxy in the envelope provided, which requires no postage if mailed in the United States.

By Order of the Board of Directors

Jaclyn Hartstein
Secretary

June 26, 2015

JACLYN, INC.
197 West Spring Valley Avenue
Maywood, New Jersey 07607

PROXY STATEMENT

This proxy statement is being furnished to stockholders on or about June 26, 2015 in connection with the solicitation by the Board of Directors of Jaclyn, Inc. (which we refer to as the "Board of Directors" or the "Board") of proxies in the enclosed form for use at the Annual Meeting of Stockholders to be held on August 6, 2015 and at any postponements and adjournments thereof. In this proxy statement, we refer to Jaclyn, Inc. as "we," "us," "our," or the "Company" and we refer to the 2015 Annual Meeting of Stockholders, as it may be adjourned or postponed, as the "Annual Meeting."

Any proxy given pursuant to such solicitation and received in time for the Annual Meeting will be voted with respect to all shares represented by it in accordance with the instructions, if any, given in such proxy or, in the absence of any instruction, for the election of all of the nominees named herein to serve as directors. The affirmative vote of a plurality of votes cast, in person or by proxy, and entitled to vote at the Annual Meeting is required to elect directors. Any proxy may be revoked by the person giving the proxy by written notice received by the Secretary of the Company at any time prior to its use or by voting in person at the Annual Meeting.

Only stockholders of record at the close of business on June 19, 2015 will be entitled to notice of and to vote at the Annual Meeting. We refer to that time and date as the "record date." On the record date, there were outstanding 2,279,981 shares of common stock. Each share of common stock entitles the record holder thereof to one vote. The presence, in person or by proxy, of a majority of the shares of common stock entitled to vote at the Annual Meeting will constitute a quorum for the transaction of business.

ELECTION OF DIRECTORS

Nominees for Election

A Board of Directors consisting of six directors is to be elected by stockholders at the Annual Meeting to hold office until the next annual meeting of stockholders and until their respective successors are duly elected and qualified. Unless otherwise specified in the proxies, the shares represented by all proxies received will be voted for the election of the nominees named in the following table, all of whom are now directors. While the Board of Directors has no reason to believe that any of those named will not be available as a candidate for election as a director, should such a situation arise, proxies may be voted

for the election of the remaining named nominees and for such substitute nominee or nominees as the holders of the proxies may determine.

Certain information with respect to each director is set forth in the following table:

Name	Age	Amount and Nature of Beneficial Ownership(1)	Percent of Class
Allan Ginsburg	73	129,361(2)(3)	5.7%
Robert Chestnov	67	376,876(2)(4)	16.5%
Howard Ginsburg	73	116,670(2)(5)	5.1%
Richard Chestnov	70	59,273(6)	2.6%
Albert Safer	67	--	--
Norman Axelrod	63	--	--

* Less than one (1%) percent.

(1) Except as otherwise indicated below, each person named above has sole voting and dispositive power with respect to shares indicated as beneficially owned by such person or group.

(2) Such stockholder, along with certain of his or her family members, trusts and custodianships for the benefit of such stockholder and his or her family members, and the Company are parties to an amended and restated stockholders agreement, or the "Stockholders Agreement," which provides, among other things, that a committee of the signatory stockholders, consisting of Allan Ginsburg, Robert Chestnov and Howard Ginsburg, may direct the vote of the shares as to which such stockholder may have or share voting power and, accordingly, Allan Ginsburg, Robert Chestnov and Howard Ginsburg may be considered to beneficially own the shares of common stock subject to the Stockholders Agreement. On June 19, 2015, 1,303,524 shares of our common stock (57.2%) were subject to the Stockholders Agreement.

(3) Includes 8,470 shares of our common stock held by Mr. Ginsburg in an individual retirement account, 29,884 shares held of record by Mr. Ginsburg as custodian for his children, and 1,984 shares owned by a charitable foundation of which Mr. Ginsburg serves as an officer and trustee, with respect to which Mr. Ginsburg shares voting and dispositive power, and with respect to all of which shares Mr. Ginsburg disclaims beneficial ownership.

(4) Includes 10,953 shares held by Mr. Chestnov in an individual retirement account, 27,423 shares held of record by Mr. Chestnov as co-trustee of a trust with respect to which he shares voting and dispositive power and 3,500 shares owned by a charitable foundation of which Mr. Chestnov serves as an officer and director, with respect to all of which shares Mr. Chestnov disclaims beneficial ownership.

(5) Includes 8,470 shares held by Mr. Ginsburg in an individual retirement account, 55,114 shares of our common stock held of record by Mr. Ginsburg as custodian for his children and 1,800 shares owned by his wife, with respect to all of which shares Mr. Ginsburg disclaims beneficial ownership.

(6) Richard Chestnov holds 27,423 of the shares set opposite his name as co-trustee of a trust, 3,500 of the shares set opposite his name as an officer and director of a charitable foundation, with respect to which, in each case, he shares voting and dispositive power, and 300 shares as custodian for his child. Mr. Chestnov disclaims beneficial ownership of such shares.

Stockholders Agreement. Allan Ginsburg, Robert Chestnov and Howard Ginsburg, certain other family members, trusts and custodianships for the benefit of such individuals and family members, and the Company are parties to the Stockholders Agreement. The Stockholders Agreement, among other things, entitles Allan Ginsburg, Robert Chestnov and Howard Ginsburg, in their capacity as a stockholders' committee, acting by the vote of at least two-thirds, or by the unanimous written consent, of the members of the stockholders committee, for a period of fifteen years from the date of the Stockholders Agreement, to direct the voting of the shares of common stock with respect to which the signatory stockholders have or share, or may hereafter have or share, voting power with respect to all matters submitted to our stockholders at any annual or special meeting of stockholders or pursuant to a written consent in lieu thereof. On June 19, 2015, the stockholders committee was entitled under the Stockholders Agreement to direct the vote as to 1,303,524 shares of our common stock (57.2%).

Background of Nominees for Director

Allan Ginsburg has been Chairman of the Board of the Company since November 29, 1988 and a director of the Company since 1968.

Robert Chestnov has been the President and Chief Executive Officer of the Company since November 29, 1988 and a director of the Company since 1981.

Howard Ginsburg has been Vice Chairman of the Board of the Company since November 29, 1988 and a director of the Company since 1981.

Richard Chestnov has been a private investor since 1992 and a director of the Company since 1988.

Albert Safer has been President of Safer Holdings (formerly Safer Textiles), a textile mill, for more than the past five years. Mr. Safer also served as President of Safer Development and Management, which is engaged in real estate development and management, during the past five years.

Norman Axelrod has been Chairman of Guitar Center, a retailer of musical instruments, since April 2014, and also has served as Chairman of Floor and Décor, a specialty retailer of hard surface flooring, since June 2010. From February 2007 until July 2012, he was Chairman of the Board of Directors of General Nutrition Centers, Inc., a specialty retailer of health and wellness products, and certain affiliated companies. From March 2006 to February 2007, Mr. Axelrod was a private investor. From 2000 until March 2006, Mr. Axelrod served as Chairman and Chief Executive Officer of Linens 'n Things, Inc., a leading, national large format retailer of home textiles, housewares and home accessories. Mr. Axelrod also serves as a director of 99¢ Only Stores, Smart & Final, and Neiman Marcus Group.

Family Relationships. Allan Ginsburg, Chairman of the Board and a director of the Company, is a first cousin of Howard Ginsburg, Vice Chairman of the Board and a director of the Company. Jaclyn Hartstein, the Secretary of the Company, is Howard Ginsburg's

sister and is a first cousin of Allan Ginsburg. Bonnie Sue Levy, a Vice President of the Company, is Allan Ginsburg's sister and a first cousin of Howard Ginsburg and Jaclyn Hartstein. Robert Chestnov, President, Chief Executive Officer and a director of the Company, and Richard Chestnov, a director of the Company, are brothers.

OTHER INFORMATION

Other Action at the Meeting

The Board of Directors has not received notice of and is not aware of any other matters that are to be presented for action at the Annual Meeting. If, however, any other matters properly come before the meeting or any adjournment thereof, it is the intention of the persons named in the enclosed form of proxy to vote such proxies in their discretion on such matters, including any matters relating to or dealing with the conduct of the Annual Meeting.

General

The solicitation of proxies in the accompanying form will be made, at the Company's expense, primarily by mail and through brokerage and banking institutions. In addition, proxies may be solicited in person or by telephone, facsimile or other electronic transmission, by officers, directors and regular employees of the Company. The Company will reimburse brokerage firms, nominees, fiduciaries and other custodians their reasonable expenses for forwarding the proxy material to beneficial owners and obtaining their instructions.

By Order of the Board of Directors

Jaclyn Hartstein
Secretary

June 26, 2015

JACLYN, INC. PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints JACLYN HARTSTEIN and LLOYD FRANK, and any one of them, the proxies of the undersigned, with power of substitution, hereby revoking any proxy heretofore given, to vote all shares which the undersigned is entitled to vote at the 2015 Annual Meeting of Stockholders of JACLYN, INC. (the "Company") to be held at the Company's offices, 197 West Spring Valley Avenue, Maywood, New Jersey 07607 on August 6, 2015 at 9:00 a.m., and at any adjournments and postponements thereof, with all powers the undersigned would possess if personally present upon the matters set forth on the reverse side hereof.

Date _____

Signature _____

Signature _____

Note: Please date and sign exactly as your name appears hereon. If acting as an executor, administrator, trustee, guardian, etc., you should so indicate. If the signer is a corporation, please sign the full corporate name by a duly authorized officer. If shares are held jointly, each stockholder should sign.

The Board of Directors recommends a
vote FOR all nominees for director

1. Election of Directors	For All	Withhold From All
	☐	☐

Nominees:
Allan Ginsburg
Robert Chestnov
Howard Ginsburg
Richard Chestnov
Albert Safer
Norman Axelrod

(To withhold authority to vote for any individual nominee, strike a line through the nominee's name.)

The proxies are authorized to vote upon such other matters as may properly come before the meeting. Each properly executed proxy will be voted as directed by the stockholder(s). If no direction is given, such shares will be voted FOR the election of all listed nominees for director and in the discretion of the proxies on any other matters that may properly come before the meeting.